

RECORDATION NO. 18595-D FILED 1423

JUN 9 - 1994 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 9, 1994

RECORDATION NO. 18595-E FILED 1423

JUN 9 - 1994 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed copies of a Memorandum of Leases and a Memorandum of Assignment of Leases, both dated as of June 3, 1994, both secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177

The enclosed documents relate to the Memorandum of Lease and the Memorandum of Assignment of Lease, dated as of December 17, 1993, which were duly filed with the Commission under Recordation Numbers 18595 and 18595-A, respectively.

The names and addresses of the parties to the enclosed document are:

Lessor/Assignor:	ACF Industries, Incorporated 3301 Rider Trail South Earth City, Missouri 63045
Lessee:	Mobil Oil Corporation 1120 Sunshine Road Kansas City, Kansas 66115
Assignee:	BA Leasing & Capital Corporation Four Embarcadero Center, Suite 1200 San Francisco, California 94111

counterparts
Edw. M. Lester

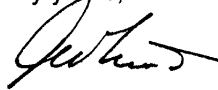
Mr. Sidney L. Strickland, Jr.
June 9, 1994
Page 2

A description of the railroad equipment covered by the enclosed document is attached as Exhibit A to both of the aforesaid documents.

Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 18595-D FILED 1425

JUN 9 - 1994 - 11 35 AM

(INTERSTATE COMMERCE COMMISSION)

MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

the Lessee identified herein, ("LESSEE")

Filed and recorded with the Interstate Commerce Commission
pursuant to Section 11303, Title 49, United States Code on
, at , Recordation No.

Memorandum dated as of June 3, 1994 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto, ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

W I T N E S S E T H:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

ACF INDUSTRIES, INCORPORATED

By: 

Name: Robert J. Mitchell
Title: Treasurer

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 3rd day of June, 1994, before me personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, that the foregoing instrument was signed on behalf of said corporation on this 3rd day of June, 1994, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires:

ALICE BLUMBERG
Notary Public, State of New York
No. 01BL5026266
Qualified in New York County
Commission Expires April 18, 1996

EXHIBIT A

EQUIPMENT

<u>LESSEE NAME</u>	<u>CAR SERVICE CONTRACT NO.</u>	<u>IDENTIFYING NUMB (BOTH INCLUSIVE)</u>	<u>NUMBER OF CARS</u>	<u>AAR DESIGNATION</u>
MOBIL OIL CORPORATION	50400010	ACFX 58525	1	C214
MOBIL OIL CORPORATION	50400034	ACFX 58485	16	C214
MOBIL OIL CORPORATION	50400034	58487		C214
MOBIL OIL CORPORATION	50400034	58513		C214
MOBIL OIL CORPORATION	50400034	58519		C214
MOBIL OIL CORPORATION	50400034	58520		C214
MOBIL OIL CORPORATION	50400034	58522		C214
MOBIL OIL CORPORATION	50400034	58533		C214
MOBIL OIL CORPORATION	50400034	58537		C214
MOBIL OIL CORPORATION	50400034	58546		C214
MOBIL OIL CORPORATION	50400034	58550		C214
MOBIL OIL CORPORATION	50400034	58557		C214
MOBIL OIL CORPORATION	50400034	58570		C214
MOBIL OIL CORPORATION	50400034	58595		C214
MOBIL OIL CORPORATION	50400034	58598		C214
MOBIL OIL CORPORATION	50400034	58602		C214
MOBIL OIL CORPORATION	50400034	58606		C214
MOBIL OIL CORPORATION	50400037	ACFX 53317	28	C214
MOBIL OIL CORPORATION	50400037	56808		C214
MOBIL OIL CORPORATION	50400037	58500		C214
MOBIL OIL CORPORATION	50400037	58507		C214
MOBIL OIL CORPORATION	50400037	58512		C214
MOBIL OIL CORPORATION	50400037	58516		C214
MOBIL OIL CORPORATION	50400037	58529		C214
MOBIL OIL CORPORATION	50400037	58531		C214
MOBIL OIL CORPORATION	50400037	58541		C214
MOBIL OIL CORPORATION	50400037	58543		C214
MOBIL OIL CORPORATION	50400037	58548		C214
MOBIL OIL CORPORATION	50400037	58578		C214
MOBIL OIL CORPORATION	50400037	58580		C214
MOBIL OIL CORPORATION	50400037	58581		C214
MOBIL OIL CORPORATION	50400037	58582		C214
MOBIL OIL CORPORATION	50400037	58603		C214
MOBIL OIL CORPORATION	50400037	58604		C214
MOBIL OIL CORPORATION	50400037	58609		C214
MOBIL OIL CORPORATION	50400037	58616		C214
MOBIL OIL CORPORATION	50400037	58626		C214
MOBIL OIL CORPORATION	50400037	58627		C214
MOBIL OIL CORPORATION	50400037	58632		C214
MOBIL OIL CORPORATION	50400037	58634		C214
MOBIL OIL CORPORATION	50400037	58642		C214
MOBIL OIL CORPORATION	50400037	58643		C214
MOBIL OIL CORPORATION	50400037	58970		C214
MOBIL OIL CORPORATION	50400037	58971		C214
MOBIL OIL CORPORATION	50400037	58975		C214
MOBIL OIL CORPORATION	50400038	ACFX 58486	26	C214
MOBIL OIL CORPORATION	50400038	58491		C214
MOBIL OIL CORPORATION	50400038	58497		C214
MOBIL OIL CORPORATION	50400038	58499		C214
MOBIL OIL CORPORATION	50400038	58505		C214
MOBIL OIL CORPORATION	50400038	58514		C214
MOBIL OIL CORPORATION	50400038	58515		C214
MOBIL OIL CORPORATION	50400038	58523		C214
MOBIL OIL CORPORATION	50400038	58538		C214
MOBIL OIL CORPORATION	50400038	58540		C214
MOBIL OIL CORPORATION	50400038	58553		C214
MOBIL OIL CORPORATION	50400038	58555		C214

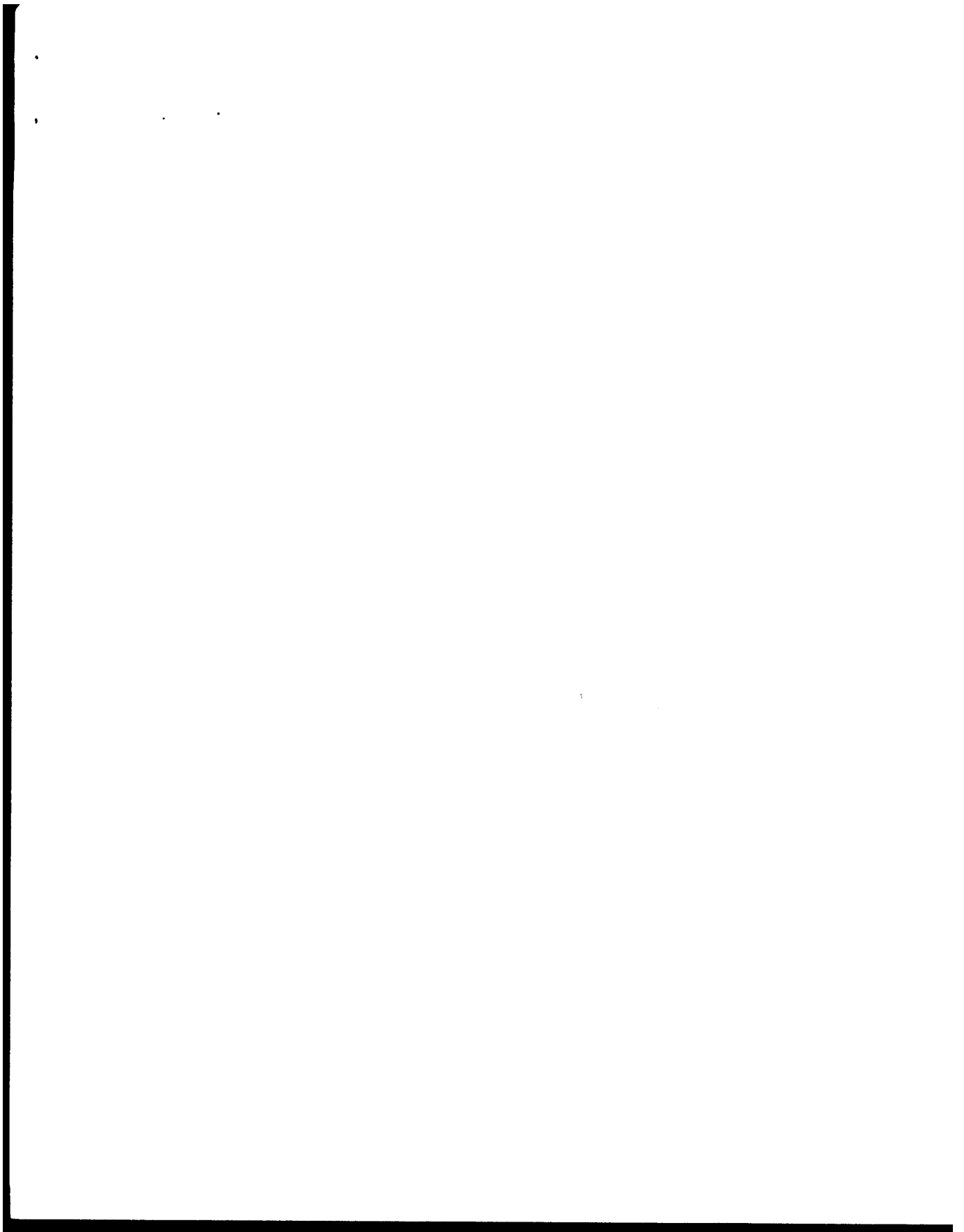


EXHIBIT A

EQUIPMENT

<u>LESSEE NAME</u>	<u>CAR SERVICE CONTRACT NO.</u>	<u>IDENTIFYING NUMB (BOTH INCLUSIVE)</u>	<u>NUMBER OF CARS</u>	<u>AAR DESIGNATION</u>
MOBIL OIL CORPORATION	50400038	58558		C214
MOBIL OIL CORPORATION	50400038	58562		C214
MOBIL OIL CORPORATION	50400038	58572		C214
MOBIL OIL CORPORATION	50400038	58583		C214
MOBIL OIL CORPORATION	50400038	58588		C214
MOBIL OIL CORPORATION	50400038	58591		C214
MOBIL OIL CORPORATION	50400038	58597		C214
MOBIL OIL CORPORATION	50400038	58599		C214
MOBIL OIL CORPORATION	50400038	58617		C214
MOBIL OIL CORPORATION	50400038	58620		C214
MOBIL OIL CORPORATION	50400038	58637		C214
MOBIL OIL CORPORATION	50400038	58638		C214
MOBIL OIL CORPORATION	50400038	58967		C214
MOBIL OIL CORPORATION	50400038	58969		C214
MOBIL OIL CORPORATION	50400039	ACFX 58473	13	C214
MOBIL OIL CORPORATION	50400039	58475		C214
MOBIL OIL CORPORATION	50400039	58476		C214
MOBIL OIL CORPORATION	50400039	58526		C214
MOBIL OIL CORPORATION	50400039	58549		C214
MOBIL OIL CORPORATION	50400039	58554		C214
MOBIL OIL CORPORATION	50400039	58630		C214
MOBIL OIL CORPORATION	50400039	58645		C214
MOBIL OIL CORPORATION	50400039	58647		C214
MOBIL OIL CORPORATION	50400039	58648		C214
MOBIL OIL CORPORATION	50400039	58649		C214
MOBIL OIL CORPORATION	50400039	58658		C214
MOBIL OIL CORPORATION	50400039	58659		C214
MOBIL OIL CORPORATION	50400040	ACFX 58518	15	C214
MOBIL OIL CORPORATION	50400040	58527		C214
MOBIL OIL CORPORATION	50400040	58535		C214
MOBIL OIL CORPORATION	50400040	58539		C214
MOBIL OIL CORPORATION	50400040	58556		C214
MOBIL OIL CORPORATION	50400040	58561		C214
MOBIL OIL CORPORATION	50400040	58596		C214
MOBIL OIL CORPORATION	50400040	58610		C214
MOBIL OIL CORPORATION	50400040	58612		C214
MOBIL OIL CORPORATION	50400040	58615		C214
MOBIL OIL CORPORATION	50400040	58619		C214
MOBIL OIL CORPORATION	50400040	58621		C214
MOBIL OIL CORPORATION	50400040	58633		C214
MOBIL OIL CORPORATION	50400040	58640		C214
MOBIL OIL CORPORATION	50400040	58641		C214
MOBIL OIL CORPORATION	50400041	ACFX 58510	13	C214
MOBIL OIL CORPORATION	50400041	58547		C214
MOBIL OIL CORPORATION	50400041	58566		C214
MOBIL OIL CORPORATION	50400041	58575		C214
MOBIL OIL CORPORATION	50400041	58577		C214
MOBIL OIL CORPORATION	50400041	58589		C214
MOBIL OIL CORPORATION	50400041	58592		C214
MOBIL OIL CORPORATION	50400041	58594		C214
MOBIL OIL CORPORATION	50400041	58608		C214
MOBIL OIL CORPORATION	50400041	58629		C214
MOBIL OIL CORPORATION	50400041	58639		C214
MOBIL OIL CORPORATION	50400041	58973		C214
MOBIL OIL CORPORATION	50400041	58979		C214
MOBIL OIL CORPORATION	50400043	ACFX 58501	15	C214
MOBIL OIL CORPORATION	50400043	58502		C214

EXHIBIT A

EQUIPMENT

<u>LESSEE NAME</u>	<u>CAR SERVICE CONTRACT NO.</u>	<u>IDENTIFYING NUMB (BOTH INCLUSIVE)</u>	<u>NUMBER OF CARS</u>	<u>AAR DESIGNATION</u>
MOBIL OIL CORPORATION	50400043	58503		C214
MOBIL OIL CORPORATION	50400043	58504		C214
MOBIL OIL CORPORATION	50400043	58509		C214
MOBIL OIL CORPORATION	50400043	58528		C214
MOBIL OIL CORPORATION	50400043	58542		C214
MOBIL OIL CORPORATION	50400043	58573		C214
MOBIL OIL CORPORATION	50400043	58586		C214
MOBIL OIL CORPORATION	50400043	58965		C214
MOBIL OIL CORPORATION	50400043	58968		C214
MOBIL OIL CORPORATION	50400043	58972		C214
MOBIL OIL CORPORATION	50400043	58974		C214
MOBIL OIL CORPORATION	50400043	58983		C214
MOBIL OIL CORPORATION	50400043	58985		C214
MOBIL OIL CORPORATION	50400047	ACFX 58489	5	C214
MOBIL OIL CORPORATION	50400047	58492		C214
MOBIL OIL CORPORATION	50400047	58494		C214
MOBIL OIL CORPORATION	50400047	58495		C214
MOBIL OIL CORPORATION	50400047	58978		C214
MOBIL OIL CORPORATION	50400048	ACFX 58646	3	C214
MOBIL OIL CORPORATION	50400048	58651		C214
MOBIL OIL CORPORATION	50400048	59187		C214